1133886

## Ec.govUNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

ſ	ОМ	B APPR	OVAL					
됥	OMB Nur	nber:	3235-0076					
. (0	(Expires:	May:	31,200	8				
	Esumated	d'averag	e burden					
ス 夏	Pours per	respons	se16	3.00				
7,008	SEC SEC	USE O	UI V	ı				
9	JE SEC	, USE OI	VLI					
8	Prefix		Serial					
	ĐA	DATE RECEIVED						

Name of Offering ( check if this is an amendment and name has	changed, and inc	iicate change.)		
Flexible Premium Variable Universal Group Life Insurance Policy-P	PL1408			
Filing Under (Check b ox(es) that apply): Rule 504 Rule 5	05 🔀 Rule 5	06 Section 4(6		
Type of Filing: New Filing Amendment				4 (4)   12/14    4    12/14    44
A. BASIC I	IDENTIFICAT	ION DATA		
Enter the information requested about the issuer				
Name of Issuer ( check if this is an amendment and name has cha	nged, and indica	ite change.)	<del> </del>	7 <b>3</b> 11
Nationwide Private Placement Variable Account				
Address of Executive Offices (Number and Street, City, Sta	Telephone Number (	Including Area Code)		
One Nationwide Plaza, Columbus, OH 43215	(614) 249-7111			
Address of Principal Business Operations (Number and Street, Code) (if different from Executive Offices)	Including Area Code)			
Brief Description of Business				
Variable Insurance Products				
Type of Business Organization		DDC	CESSED	
corporation limited partnership, already formed	other (please	e specify)	CESSED	Insurance
business trust limited partnership, to be formed	Company Separa	ate Account	Y 1 5 2008	
Year Actual or Estimated Date of Incorporation or Organization	Month Year			
	[98]	Actual THOM	SON REUTERS	
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S.				

### **GENERAL INSTRUCTIONS:**

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filling of a federal notice.
Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.
A. BASIC IDENTIFICATION DATA
<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul>
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) Alutto, Joseph A.
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) Brocksmith, Jr. James G.
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) Eckel, Keith W.
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) Miller de Lombera, Martha J.
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215

Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, Jurgensen, W.G.	if individual)		· · · · · · · · · · · · · · · · · · ·	<u>.</u>						
Business or Residence Add One Nationwide Plaza, Col			Code)							
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner										
Full Name (Last name first, Marshall, Lydia M.	if individual)									
Business or Residence Add One Nationwide Plaza, Col			Code)							
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, McWhorter, Donald L.	if individual)									
Business or Residence Add One Nationwide Plaza, Col			Code)							
	(Use blank sheet	, or copy and use additi	onal copies of this sheet,	as necessary)	<del> </del>					
		B. INFORMATION	ABOUT OFFERING							
1. Has the issuer sold,	or does the issu	ier intend to sell, to n	on-accredited investo	rs in this offer	ring? Yes No					
		Answer also in Appe	endix, Column 2, if fil rom any individual?	ing under UL	OE. 🔲 🛛					
			?							
			s been or will be paid		ctly or					
sales of securities in	the offering. It	f a person to be listed	solicitation of purchas is an associated perso	on or agent of	a broker					
or dealer registered more than five (5) r	with the SEC a persons to be lis	nd/or with a state or s ted are associated per	states, list the name of sons of such a broker	the broker or or dealer, you	dealer. If I may set					
forth the informatio	n for that broke									
Full Name (Last name first Findley, Craig			<u> </u>							
Business or Residence Add 7124 West Central Avenue			Code)							
Name of Associated Broke Merrill Lynch	r or Dealer									
States in Which Person Lis										
(Check "All State	s or check indivi	iduai States)			All States					
AL AK A	Z	CA CO	CT DE DO	C FL	GA HI ID					
IL IN IA	KS	KY LA	ME MD M	A MI	MN MS MO					
MT NE N	V NH	NJ NM	NY NC N	D OH	OK OR PA					

RI	SC	SD	TN	TX	UT	VT	VA	WA	wv	WI	WY	PR
Full Name		e first, if in	dividual)					<u> </u>				
	r Residenc				City, State,	Zip Code)					<del></del>	<del></del>
		kway, Suite Broker or D		hrow FL 3	2746						<del></del>	
Newport Group States in Which Person Listed Has Solicited or Intends to Solicit Purchasers												
(Check "All States" or check individual States)											tes	
AL	AK	AZ	AR	CA	СО	СТ	DE	DC	FL	GA	н	iD
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	МО
MT	NE	NV	NH	NJ	NM	NY	NC	ND	ОН	ОК	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	X WV	WI	WY	PR
Full Name	(Last nam	e first, if in	dividual)			<del></del> .		· · · · · ·	<u>-</u>	<del></del>		
Business o	r Residenc	e Address (	Number ar	nd Street, (	City, State,	Zip Code)						
Name of A	ssociated	Broker or I	Dealer		<del>-</del>	<del></del> :						
					s to Solicit							
	Check "All	States" or	check indi	vidual Stat	es)	**********					All Sta	ites
AL	AK	AZ	AR	CA	СО	CT	DE	DC	FL	GA	НІ	ID
IL	IN	IA	KS	KY	LA	ME	MD	МА	MI	MN	MS	МО
MT	NE	NV	NH	NJ	NM	NY	NC	ND	ОН	ОК	OR	PA
RI	sc	SD	TN	TX	UT	vr	VA	WA	wv	wı	WY	PR

(use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF I	PROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter .0. if the answer is .none. or .zero If the transaction is an exchange offering, check this box \(  \) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	S	\$
	Equity	\$	\$
	Common Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests.	\$	2
	Other (Specify: Variable Life Insurance	\$11,520,002	\$7,200,002
	Policy)		
	Total	\$11,520,002	\$7,200,002
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of		
	their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	their publishes on the total filled Biller of Randwell to Holle of Bello.	Number	Aggregate
		Investors	Dollar Amount
			Of Purchases
	Accredited Investors	1	\$7,200,002
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)	1	\$7,200,002
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C. Question 1.  Type of Offering Rule 505	Type of Security	Dollar Amount Sold \$ \$
	Rule 504		<u>\$</u>
	Total		2
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not know, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs	H	<u>s</u>
	Legal Fces.	Ħ	\$
	Accounting Fees	片	\$
	Engineering Fees	H	\$
	Sales Commissions (specify finder's fees separately)	Ħ	\$444,000
	Other Expenses (identify)	Ħ	\$
	Total	Ħ	\$444,000
		L-1	,
	b. Enter the difference between the aggregate offering price given in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$11,076,002

5.	or proposed to be use any purpose is not kn of the estimate. The	nount of the adjusted gross proceed to d for each of the purposes show. If the own, furnish an estimate and check the otal of the payments listed must equal issuer set fort in response to Part C - 6	e amount for e box to the left the adjusted		-
	<b>1007C</b> .			Payments to Officers, Directors, & Affiliates	Payments to Others
	Purchase of real es Purchase, rental or	ateleasing and installation of machine	ery	s s	□s □s
		sing of plant buildings and facilitie			<b>\$</b>
	involved in this off	r businesses (including the value of ering that may be used in exchange	e for the assets	<b></b> \$	□s
		ther issuer pursuant to a merger) otedness		<u></u>	<b></b>
	Working capital			<b></b>	<b></b>
	Other (specify): _			s	<b></b>
				s	<b></b>
	Column Totals			s	□s
	Total Payments Lis	ted (column totals added)		s	···
		D. FEDERAL SIGNATURE			
is filed under U.S. Securiti	r Rule 505, the folloes and Exchange Co	etice to be signed by the undersign wing signature constitutes an und mmission, upon written request o evestor pursuant to paragraph (b)(2	lertaking by the f its staff, the ir	issuer to furnish	to the
Issuer (Print Nationwide F Variable Acc	Private Placement	Signature Van Det	6	S / 8 / 08	
Name of Sign April VanDe	ner (Print or Type) rvort	Title of Signer (Print or Type) Associate Vice President			
Inter	ntional misstatements	ATTENTION or omissions of fact constitute feder	ral criminal violat	ions. (See 18 U.S	

E. STATE SIGNATURE											
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No provisions of such rule?										
	See Appendix, Column 5, for state response.										
2.	The undersigned issuer hereby undertakes to furnish to any state administrator filed a notice on Form D (17 CFR 239.500) at such times as required by state by		nich this notice is								
3.	The undersigned issuer hereby undertakes to furnish to the state administrators furnished by the issuer to offerees.	, upon written rec	uest, information								
4.	The undersigned issuer represents that the issuer is familiar with the conditions to the Uniform limited Offering Exemption (ULOE) of the state in which this the issuer claiming the availability of this exemption has the burden of establis been satisfied.	notice is filed and	understands that								
	•										
The issu	er has read this notification and knows the contents to be true and has duly caused th	is notice to be sig	gned on								

Issuer (Print or Type)
Nationwide Private Placement

its behalf by the undersigned duly authorized person.

Variable Account

t april Vandet

5/8/08

Name of Signer (Print or Type)

April VanDervort

Title of Signer (Print or Type) Associate Vice President

#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

	APPENDIX												
1		2	3	•	5								
	to nor	nded to sell n-accredited tors in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State			n State	Disqualit under ULOE ( atta explana waiver g (Part E-	State if yes, ch tion of ranted)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No				
AL													
AK													
AZ													
AR													

			<del>,</del>	<del>,</del>						
CA										
CO					-					
CT										
DE		一一	<del> </del>	<del> </del>				<del>-  </del>	┝═╪═┤	
	片	╌╠╌		<del> </del>			<del></del>	_;_	┝╞╡╌╢	
DC	4			<del> </del> -			<del></del> -	<u> _</u>		
FL				<u> </u>				<u> </u>		
GA	$  \ \Box \  $									
HI										
ID	H	<del>-                                    </del>		<del></del>						
110		<del></del>	<del></del>	<del> </del>				<del>   - </del>		
IL		Ш						لبا		
IN										
IA										
KS		<del>- H</del> -	·	<del> </del>						
	<del>   - </del>	<del></del>		<del> </del> -				┝╡╌		
KY	┝╧┦	<u> </u>		<del> </del>	ļ——			<u> </u>	┟╍╠┇╣╌┤	
LA		<u></u> _		<del> </del>						
ME_				<u>.                                    </u>						
MD										
MA		<del></del>		<del> </del>				Fi		
MI	- - -	<del></del>		<del> </del>	<del> </del>			<del>   - </del>	<del>├─╞╡</del> ┥	
		<del></del>	<del>- </del>	<del> </del>	<del> </del> -	<del></del>			<del>   - -</del>  -	
MN	┞╧╢	<u> </u>		<del> </del>				<u> </u>	<del>                                     </del>	
MS		<u> </u>		<del> </del>					<u> </u>	
MO	\ 🗀 I		1	1		'			🗆	
MT										
NE	H	一一	<del></del>	<del> </del>				<del>                                      </del>		
NV	<del>   -   </del>	─;;	<del></del>	<del></del>	ļ			<del>   </del>	┝┾╣┈	
	<del>   - </del> -	_ <u></u> _		ļ				<del> </del>		
NH		<u></u>								
NJ_										
NM				]		· · · · · · · · · · · · · · · · · · ·				
NY										
NC		<del>-                                    </del>	<del></del>	<del> </del>	<u> </u>	<del></del>	···	<del>   - </del> -		
		╌╞┼╌	<del></del>	<del></del>	ļ	· · · · · · · · · · · · · · · · · · ·		<u>  </u>	┾┾╬┤	
ND	┝╠╣			ļ	<u>-</u> -				<del>│</del> <del> </del>	
ОН	LJ		Variable Life Insurance 11,520,002	l l	7,200,002					
OK			, , , , , , , , , ,	1						
OR	<del>                                      </del>	<del>-  - </del>	-	<del> </del>	<del> </del>		<del></del>		┝╞┼┤	
UK	<u> </u>		<del></del>	<u> </u>	L	<u> </u>		<u> </u>		
				A	PPENDIX					
	Ι		7				······································	1		
1		2	3	<u> </u>		4	<del></del>	- 5	,	
		ided to sell						Disquali under	fication	
	inves	n-accredite tors in Stat t B-Item 1)	and aggregate	Т	Type of investor and amount purchased in State (Part C-Item2)					
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	(Part E- Yes	No No	
PA	<u> </u>	<u> </u>		1				<u> </u>		
RI										
SC			<u> </u>	1		<u> </u>				
			1			i e	i .			

SD		_						<u> </u>			_			_			
TN																	
TX																	_
UT		1_									_						
VT																	
VA				Ī													_
WA								1									_
WV													····-				_
WI				1				<u> </u>						-			
WY		7-	$\Box$	_				<del>                                     </del>							_		_
PR		_	Ī			_		1								$\Box$	_
													-				
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner													_				
Full Nai Miller, l			ne firs	t, if individ	ual)												
				dress (Num olumbus, Ol			City, State, Zi	ip Code)									_
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner												_					
Full Nat Patterso	-		ne firs	t, if individ	uat)							<u>.</u>					-
				dress (Num olumbus, Ol			City, State, Zi	ip Code)				•	<del></del> -				-
Check E	3ox(es	) that	Apply	Pro	moter	Ben	eficial Owne	r E	xecutiv	e Officer	Dire	ector		neral an naging P			_
Full Nat Prothro,			ne firs	t, if individ	lual)			<u> </u>		, <u>.</u>							-
				dress (Num olumbus, Ol			City, State, Zi	ip Code)									_
Check I	3ox(es	) that	Apply	: Pro	moter	Ben	eficial Owne	т []Е:	xecutiv	e Officer	Dire	ector		neral an naging P			
Full Nar Shisler,			ne firs	st, if individ	lual)											- <b>-</b>	_
				dress (Num olumbus, Ol			City, State, Z	ip Code)						- ·-			_
Check I	Box(es	) that	Apply	: Pro	moter	Ben	eficial Owne	т <u>Б</u> Е:	xecutiv	e Officer	Dire	ector		neral an naging P			_
Full Nat Shumat			ne firs	it, if individ	lual)						············				_		-
				dress (Num			City, State, Z	ip Code)		,							_

